

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/03/2016				
To : Hong Kong Exchanges and Clearing Limited				
Name of Issuer	Greater	China Financial H	oldinas Limite	ed.
Date Submitted	05/04/2			
I. Movements in Authorised Share Capital				
1. Ordinary Shares				
(1) Stock code : <u>00431</u>	Descrip	otion:	G CHIN	A FIN
		No. of ordinary shares	Par value (HK\$)	Authorised share capital (HK\$)
Balance at close of precedir	ng month	2,109,890,000,000	0.001	2,109,890,000.00
Increase/(decrease)		Nil		Nil
Balance at close of the mon	th	2,109,890,000,000	0.001	2,109,890,000.00
(2) Stock code : N/A	Descrip	otion : N/A		_
		No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of precedir	ng month			
Increase/(decrease)			,	
Balance at close of the mon	th			

2. Preference Shares				
Stock code : N/A Descri	ption : <u>N/A</u>			
	No. of preference shares	Par value (HK\$)	Authorised share capital (HK\$)	
Balance at close of preceding month	110,000,000	0.001	110,000.00	
Increase/(decrease)	Nil		Nil	
Balance at close of the month	110,000,000	0.001	110,000.00	
3. Other Classes of Shares				
Stock code : N/A Descri	ption : N/A			
	No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)	
Balance at close of preceding month	1			
Increase/(decrease)				
Balance at close of the month				
Total authorised share capital at the end of the month (State currency): HK\$2,110,000,000.00				

II. Movements in Issued Share Capital

	No. of ordina	ary shares	No of preference	No. of other
	(1)	(2)	shares	classes of shares
Balance at close of preceding month	3,234,353,355	N/A	N/A	N/A
Increase/ (decrease) during the month	Nil	N/A	N/A	N/A
Balance at close of the month	3,234,353,355	N/A	N/A	N/A

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer) Particulars of No. of new shares of No. of new shares of share option issuer issued during issuer which may be scheme the month pursuant issued pursuant including EGM thereto thereto as at close of Movement during the month approval date the month (dd/mm/yyyy) and class of shares issuable Granted Exercised Cancelled Lapsed 1. Exercise Price: HK\$0.92 (20/06/2011) Ordinary shares N/A N/A N/A N/A N/A 90,000,000 (Note 1) shares (Note 1) shares (Note 1) Total A. (Ordinary shares) N/A (Preference shares) N/A (Other class) N/A Total funds raised during the month from exercise N/A of options (State currency)

Warrants to Issue Shares of the	e Issuer which	are to be Listed	d			
Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month		No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1.						
	NI/A	NI/A	NI/A	NI/A	NI/A	NI/A
(/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price		N/A	- "	N/A	N/A	<u>N/A</u>
EGM approval date			- "			
(if applicable) (dd/mm/yyyy)	(/ /)				
2.	,	,	_			
(/ /)						_
,						
Class of shares			_			
issuable (Note 1) Subscription price			_			
EGM approval date			_			
(if applicable)	(,				
(dd/mm/yyyy) 3.	(/ /)	_			
<u> </u>						
						_
Stock code (if listed) Class of shares			_			
issuable (Note 1)			_			
Subscription price EGM approval date			_			
(if applicable)						
(dd/mm/yyyy)	(/ /)	_			
4.						
(/ /)	'					
Stock code (if listed)			_			
issuable (Note 1)						
Subscription price			-			
EGM approval date (if applicable)						
(dd/mm/yyyy)	(/ /)	_			
		Total I	B (Ordina	ary shares) N/A	7	
		iolai		ice shares) N/		_
				other class) N/A		_

Convertibles (i.e. Convertible	into Shares of the	ne Issuer whic	h are to be List	ted)		
Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. 2014 Convertible Note	<u> </u>					
	_					
-		DE 404 769 40	NI/A	05 404 769 40	0	255 940 605
Stock code (if listed)	HK\$ 8 Unlisted	35,401,768.19	N/A	85,401,768.19	0	355,840,695
Class of shares	Ormotod					
issuable (Note 1)	Ordinary					
Subscription price	HK\$0.24					
EGM approval date						
(if applicable) (dd/mm/yyyy))	(/ /)					
2. 2015 Convertible Note	(, , ,)					
2. 2010 00111011110111101	<u>—</u>					
						
	— HK\$	N/A	N/A	42,000,000.00	0	175,000,000
Stock code (if listed)	Unlisted					
Class of shares	O = 11					
issuable (Note 1) Subscription price	Ordinary HK\$0.24					
EGM approval date	ΠΑΦυ.24					
(if applicable)						
(dd/mm/yyyy)	(/ /)					
3.	<u></u>					
	<u> </u>					
	_					
Stock code (if listed)				·		-
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable) (dd/mm/yyyy)	(/ /)					
4.	(, , ,)					
	_					
Stock code (if listed)						
Class of shares						
issuable (Note 1) Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)					
		-		ary shares) N/A		_
				nce shares) N/A		_
			(C	Other class) N/A	<u>\</u>	_

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including

	ons (other than under Share Option Schemes)	William are to be List	oa, including
		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of
	particulars including EGM approval date (dd/mm/yyyy), plicable, and class of shares issuable:		the month
	On 20th November 2014 after trading hours, the Company,		
-	the Vendors and the Vendors Guarantor entered into the		
	Sale and Purchase Agreement. The Company had		
	conditionally agreed to acquire the Sales Shares and the		
_	initial Consideration shall be satisfied by way of issue of the		
_	Convertible Notes in the aggregate principal amount of		
_	HK\$150 million.		
-	The initial Consideration is subject to adjustments on the		
-	basis of the Performance Targets as set out in the Sale and		
-	Purchase Agreement and may be adjusted upward to a		
-	maximum of HK\$180million, which shall be satisfied by the		
-	Company by way of issue of the Convertible Notes with		
-	aggregate principal amount of up to HK\$180 million. Upon full conversion of the said balance of		
-	HK\$52,598,231.81 Convertible Notes, a total of 219,159,305		
-	Conversion Shares may be issued under the adjusted		
-	Conversion Price of HK\$0.24 as result of the Share		
-	Subdivision. For more details, please refer to the Company's		
-	announcements dated 20 November 2014, 3 June 2015, 23		
-	December 2015, 8 January 2016 and 15 March 2016 and		
-	the circular dated 24 December 2014 and 5 February 2016.		
_			
-	(16/01/2015)	N.// A	0.40 4.50 0.05
-	Ordinary shares (Note 1)	N/A	219,159,305
2.	On 11 March 2016 after trading hours, the Company entered		
-	into the Placing Agreement with the Placing Agent pursuant		
-	to which the Company appointed the Placing Agent as its		
-	placing agent to procure not less than six Placee(s) who are		
-	Independent Third Parties to subscribe up to 485,153,000		
-	Placing Shares at HK\$0.70 to HK\$0.90 per Placing Share on a best effort basis.		
-	For more details, please refer to the Company's		
-	announcement dated 11 March 2016		
-	amounocment dated 11 March 2010		
-	(/ /)		
-	Ordinary shares (Note 1)	N/A	485,153,000
-			
3.	N/A		
_			
-			
-	(/ /)	N1/A	N 1/A
-	shares (Note 1)	N/A	N/A
-	Total D (Ordinary shares)	NI/A	
-	Total D. (Ordinary shares) (Preference shares)	N/A	
-		N/A	
	(Other class)	N/A	

Ot	her Movements	in Issued Share Capital				
	Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Type or issue					
			Class of shares – issuable (Note 1)			
1.	Rights issue	At price : State currency	Issue and allotment date : (dd/mm/yyyy)	/ /)		
			Low approvar dato.	/ /)		
			(dd/mm/yyyy)		N/A	N/A
			Class of shares _ issuable (Note 1)			
2.	Open offer	At price : State		/ /)		
۷.	Open oner	currency	date : (dd/mm/yyyy)			
			EGM approval date: (dd/mm/yyyy)	/ /)		
					N/A	<u>N/A</u>
			Class of shares _			
			issuable (Note 1)			
3.	Placing	At price : State currency	Issue and allotment (date: (dd/mm/yyyy)	/ /)		
			EGM approval date: (dd/mm/yyyy)	/ /)		
			(dd/mm/yyyy)		N/A	N/A
			Class of shares _ issuable (Note 1)			
4.	Bonus issue		Issue and allotment date: (dd/mm/yyyy)	/ /)		
			EGM approval date: (dd/mm/yyyy)	/ /)		
					N/A	N/A

	Type of Issue						No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
			Class of shares					
		State	issuable (Note 1)	(/ /)		
5.	Scrip dividend	At price : State currency ———	Issue and allotment date : (dd/mm/yyyy)			,		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
							N/A	N/A
			Class of shares repurchased (Note 1)	_				
6.	Repurchase of shares			(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			(33)))))				N/A	N/A
			Class of shares redeemed (Note 1)					
7.	Redemption of shares		Redemption date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			(dd/iiii/yyyy)				N/A	N/A
			Class of shares issuable (Note 1)					
8.	Consideration issue	At price : State currency ———	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			(GG/IIIII/yyyy)				N/A	N/A

	Type of Issue					No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
			Class of shares issuable (Note 1)	·			
9.	Capital reorganisation		Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
			Class of shares issuable (Note 1)	i			
10.	Other (Please specify)	At price : State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
			Total		rdinar hares	y s) N/A	
			(Pref	erence s (Other	hares	N/A	- - -

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): (1)	Nil
(2)	N/A
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):	N/A
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):	N/A
(These figures should be the same as the relevant figures under II above ("Movements in Capital").)	Issued Share

Remarks (if any):
Submitted by: Tricor Tengis Limited
Title: Hong Kong Branch Share Registrar
(Director, Secretary or other duly authorised officer)
(=, =, e. ee. aa., aa

Notes:

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. If there is insufficient space, please append the prescribed continuation sheet.